

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

In re:)	
)	Chapter 11 (Subchapter V)
Roti Restaurants Inc.)	
Roti Restaurants, LLC)	
ROTI 300 West Adams, LLC)	Case No. 21-12410
ROTI 1311 F Street LLC)	Hon. Donald R. Cassling
ROTI 1629 K Street, LLC)	
ROTI 1747 Pennsylvania Ave LLC)	
ROTI Constitution Square LLC)	(Joint Administration Pending)
ROTI Square 54, LLC)	
ROTI 33 North Dearborn LLC)	
)	
Debtors.)	

NOTICE OF MOTION

PLEASE TAKE NOTICE that on **Tuesday, September 17, 2024, at 9:30 A.M. C.T.** I will appear before the Honorable Donald R. Cassling, or any judge sitting in his place, **either** in courtroom 619 of the Everett McKinley Dirksen United States Courthouse or electronically as described below, and present the *Debtors' Application for Order Authorizing the Retention and Employment of Harney Partners as Financial Advisors for the Debtors Effective as of the Petition Date*, a copy of which is attached.

Important: Only parties and their counsel may appear for presentment of the motion electronically using Zoom for Government. All others must appear in person.

To appear by Zoom using the internet, go to this link:
<http://www.zoomgov.com/>. Then enter the meeting ID and passcode.

To appear by Zoom using a telephone, call Zoom for Government at 1-669-254-5252 or 1-646-828-7666. Then enter the meeting ID and passcode.

Meeting ID and passcode. The meeting ID for this hearing is 161 414 7941, and the passcode is 619. The meeting ID and passcode can also be found on the judge's page on the court's web site.

If you object to this motion and want it called on the presentment date above, you must file a Notice of Objection no later than two (2) business days before that date. If a Notice of Objection is timely filed, the motion will be called on the presentment date. If no Notice of Objection is timely filed, the court may grant the motion in advance without calling it.

Dated: August 23, 2024.

RICHMAN & RICHMAN LLC
Proposed Attorneys for the Debtors

By: /s/ Michael P. Richman
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CERTIFICATE OF SERVICE

I, Eliza M. Reyes, an attorney, certify that I served a copy of this notice and the attached motion on each entity shown on the attached list at the address shown and by the method shown on August 23, 2024, on or before 11:59 pm.

/s/ Eliza M. Reyes
Eliza M. Reyes

Via CM/ECF	
Patrick S. Layng Office of the U.S. Trustee, Region 11 219 S Dearborn St., Room 873 Chicago, IL 60604 USTPRegion11.ES.ECF@usdoj.gov	
Via U.S. Mail	
300 West Adams LLC PO Box 30353 Lockbox MSBAM 2012-C6 W Adams St Tampa, FL 33630	CH Retail Fund II Chicago Clearwater LLC PO Box 852033 Richardson, TX 75085
Core Minneapolis LLC Attn: Marc Lifshin 1643 N Milwaukee Ave Chicago, IL 60647	Davis Building LLC c/o Floyd E. Davis Co. 1629 K Street NW, Suite 900 Washington, DC 20006
Deodato.co LLC 70 Pine St, Apt 1416 New York, NY 10005	GPI HRLP M AND O LP PO Box 809233 Chicago, IL 60680-9201
Harper Court Holdings LLC 176 N Racine, Ste 200 c/o McCaffery Interests Inc Chicago, IL 60607	Infosync Services 1938 N. Woodlawn. Suite 110 Wichita, KS 67208
JBG/BC Chase Tower LP Attn: Exec VP, Comm. Asset Mgmnt 4445 Willard Ave, Suite 400 Chevy Chase, MD 20815	Jemals Harris & Ewing LLC c/o Douglass Development Corp. 702 H Street NW, Suite 400 Washington, DC 20001
Lechunza LLC 55 E Jackson Boulevard, Suite 500 Chicago, IL 60604	Maiden Lane Properties c/o Lalezarian Developers, Inc. 1999 Marcus Avenue, Suite 310 New Hyde Park, NY 11042
Much Shelist 8477 Solutions Center Chicago, IL 60677-8004	Nash Technologies Inc 2261 Market Street #4286 San Francisco, CA 94114

Provision Business Solutions LLC PO Box 158 Sedalia, CO 80135	Regency Centers LP 1568 Solutions Ctr Chicago, IL 60677-7007
RV Avenue LLC / Conservice c/o Boston Properties 505 9th Street NW, Suite 800 Washington, DC 20004	Schaumburg Meacham LLC PO Box 851434 c/o Inwood National Bank Richardson, TX 75085
SYSCO 1390 Enclave Parkway Houston, TX 77077	Bellissimo Distribution LLC 1550 Hecht Road Bartlett, IL 60103
Uber Technologies Inc 1515 3rd St San Francisco, CA 94158	200 North Michigan Owner LLC c/o The John Buck Company 225 West Washington St, Ste 2300 Chicago, IL 60606
Thanx Inc PO Box 8481 Pasadena, CA 91109	Dc.gov John A. Wilson Building 1350 Pennsylvania Avenue NW Washington DC 20004
Newcastle Retail Management LLC 150 North Michigan Avenue Suite 13610 Chicago, IL 60661	North Avenue Properties LLC Attn: Kenneth Skolnik 1000 W. North Ave, Suite 3 Chicago, IL 60622
BRI 1855 IDS Center c/o Accesso Services LLC 80 S. Eighth Street, Suite 650 Minneapolis, MN 55402	AmTrust Realty Corp. A/A/F 33 N Dearborn St, Suite 1160 Chicago, IL 60602
Washington DC IV FGF LLC Attn: Douglass M Firstenberg PO Box 13470 Richmond, VA 23225	Travelers CL Remittance Center 13607 Collections Ctr Dr Chicago, IL 60693
1747 Pennsylvania Avenue LP PO Box 759403 Baltimore, MD 21275-9403	Mats A. Lederhausen 2000 Trust 600 N. Fairbanks Ct, PH 4001 Chicago, IL 60611
McGriff Insurance Services, Inc. 3400 Overton Park Drive, Suite 300 Atlanta, GA 30339	QTH Fund LLC Attn: Burak Alici 2170 Buckthorne Place, Suite 320 Spring TX 77380
QVIDTVM Inc. Attn: Burak Alici 2170 Buckthorne Place, Suite 320 Spring, TX 77380	Grossberg, Yochelson, Fox & Beyda 2000 L Street, N.W., Suite 900 Washington, DC 20006

UNITED STATES BANKRUPTCY COURT
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In re:)	
)	Chapter 11 (Subchapter V)
Roti Restaurants Inc.)	
Roti Restaurants, LLC)	
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ROTI 1629 K Street, LLC)	
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ROTI Constitution Square LLC)	(Joint Administration Pending)
ROTI Square 54, LLC)	
ROTI 33 North Dearborn LLC)	
)	
Debtors.)	

**DEBTORS' APPLICATION FOR ORDER
AUTHORIZING THE RETENTION AND EMPLOYMENT
OF HARNEY PARTNERS AS FINANCIAL ADVISORS
FOR THE DEBTORS EFFECTIVE AS OF THE PETITION DATE**

Roti Restaurants Inc. ("**Roti Inc.**"); Roti Restaurants, LLC ("**Roti LLC**");
ROTI 300 West Adams, LLC ("**West Adams**"); ROTI 1311 F Street LLC ("**F Street**");
ROTI 1629 K Street, LLC ("**K Street**"); ROTI 1747 Pennsylvania Avenue LLC ("**1747
PA Ave**"); ROTI Constitution Square LLC ("**Constitution Square**"); ROTI Square
54, LLC ("**Square 54**"); and ROTI 33 North Dearborn LLC ("**North Dearborn**")
(each a "**Debtor**", and collectively, the "**Debtors**"), by their proposed attorneys,
Richman & Richman LLC, by Attorneys Michael P. Richman and Claire Ann
Richman, submits this application ("**Application**") pursuant to Sections 327 and 330
of the United States Bankruptcy Code ("**Bankruptcy Code**"), and Rules 2014 and
2016 of the Federal Rules of Bankruptcy Procedure ("**Bankruptcy Rules**"),

authorizing the Debtors to retain and employ Harney Partners (“**Harney**”), as their financial advisor effective as of the Petition Date. In support of this Application, the Debtors submit the Declaration of Jim Keane (“**Keane Declaration**”), attached hereto and incorporated herein as **Exhibit A**. In further support of this Application, the Debtors state as follows:

JURISDICTION & VENUE

1. The Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334, and the order of reference in this District entered pursuant to § 157(a). This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) as a matter concerning the administration of the Debtors’ bankruptcy estates. Venue is proper in this district pursuant to §§ 1404 and 1408.

2. The statutory predicates for relief sought in the Motion are Sections 327(a) and 330 of title 11 of the Bankruptcy Code, Rules 2014(a) and 2016 of the Bankruptcy Rules.

BACKGROUND

3. On August 23, 2024 (the “**Petition Date**”), the Debtors each filed voluntary petitions for relief electing to proceed under subchapter V of Chapter 11 (the “**Chapter 11 Cases**”).

4. The Debtors continue to manage their financial affairs as debtors in possession pursuant to Sections 1181 and 1184 of the Bankruptcy Code.

5. The Debtors operate fast-casual Mediterranean restaurants in 19 locations under the names “Roti Modern Mediterranean,” “Roti Mediterranean Grill,” “Roti Bowls. Salads. Pitas.”, and “Roti” (collectively “**Roti**”).

6. The fast-casual restaurants feature healthy and wholesome food, and highlight the benefits of the Mediterranean Diet¹. The restaurants use fresher and more mindfully sourced ingredients, including grass-fed steak, never frozen free chicken, sustainably raised seafood, and family farmed cheeses and yogurt.

7. A more complete description of the Debtors’ business and history is set forth in the Declaration of Justin Seamonds in Support of First Day Motions (“**Seamonds Declaration**”), filed contemporaneously.

BASIS FOR RELIEF

8. Section 327(a) of the Bankruptcy Code provides, in relevant part, as follows:

Except as otherwise provided in this section, the trustee, with the court’s approval, may employ one or more attorneys, accountants, appraisers, auctioneers, or other professional persons, that do not hold or represent an interest adverse to the estate, and that are disinterested persons, to represent or assist the trustee in carrying out the trustee’s duties under this title.

11 U.S.C. § 327(a).

9. Bankruptcy Rule 2014 provides, in relevant part, as follows:

An order approving the employment of attorneys, accountants, appraisers, auctioneers, agents, or other professionals pursuant to §327,

¹ The Mediterranean diet is a primarily plant-based eating plan that includes daily intake of whole grains, olive oil, fruits, vegetables, beans and other legumes, nuts, herbs, and spices. See <https://www.hsph.harvard.edu/nutritionsource/healthy-weight/diet-reviews/mediterranean-diet/#:~:text=The%20Mediterranean%20diet%20is%20a,nuts%2C%20herbs%2C%20and%20spices.>

§1103, or §1114 of the Code shall be made only on application of the trustee or committee.

Fed. R. Bankr. P. 2014.

RELIEF REQUESTED

10. By this Application, the Debtors seek authority, pursuant to Sections 327 and 330 of the Bankruptcy Code, to retain and employ Harney as their financial advisors, effective as of the Petition Date. The terms of the proposed retention are set forth in the engagement letter by and between the Debtors and Harney, dated August 8, 2024 (“**Engagement Letter**”). A true and correct copy of the Engagement Letter is attached hereto and incorporated herein as **Exhibit B**.

Harney’s Qualifications

11. The Debtors seek to retain Harney as their financial advisors because of Harney’s extensive experience in providing similar services to financially distressed companies in complex financial restructurings, both in and out of chapter 11.

12. Harney, with a location in Oak Brook, Illinois, focuses on providing strategic financial advisory services to companies in financial distress and bankruptcy.

13. On August 8, 2024, the Debtors executed the Engagement Letter with Harney, which provided that Harney would perform financial advisory services on behalf of the Debtors. From August 8 to the present, Harney assisted the Debtors in assessing their possible financing and strategic options. Harney’s services will be valuable to the Debtors in their efforts to maximize the value of their estates.

Accordingly, the Debtors believe that Harney is both well qualified and uniquely able to advise them in these Chapter 11 cases in an efficient and timely manner.

Services to be Provided by Harney

14. The professional services that Harney will provide to the Debtors include, but shall not be limited to, the following services:

- a. Assist the Debtors in negotiations with various stakeholders;
- b. Assist the Debtors with its liquidity, financial, operational and strategic planning, with preparation of related financial information and reports;
- c. Assist the Debtors with financial administrative matters in these Chapter 11 Cases;
- d. Assist counsel, as may be requested, with the preparation of Court motions in these Chapter 11 Cases;
- e. Assist with compliance with the reporting requirements of the Bankruptcy Code, Bankruptcy Rules and local rules, including but not limited to preparation of the monthly operating reports, Schedules of Assets and Liabilities, and Statements of Financial Affairs;
- f. Participate in Court hearings in these Chapter 11 Cases and, if requested, provide testimony in connection with any hearings before the Court, such as cash collateral/DIP financing, and confirmation of a proposed plan of reorganization;
- g. Assist counsel, as may be requested, with the analysis and reconciliation of claims against the company and the determination and prosecution of bankruptcy avoidance actions; and
- h. Prepare cash flow budgeting and management, support development of projections and financial data, and provide such other oversight of the Debtors' management as may be requested by counsel in relation to the Debtors' ongoing operations and efforts to confirm a proposed plan of reorganization.

Payment of Fees and Expenses

15. Harney's standard fee for services is based on hourly rates ranging from \$275 to \$700 for professionals and \$180 to \$300 for support staff. The principal professionals and employees presently designated to provide services to the Debtors and their current standard hourly rates are as follows ("**Fee Structure**").

- Jim Keane \$550 per hour
- Rob Rossiter \$375 per hour
- Stefan Zimmerman \$275 per hour

These hourly rates are subject to periodic adjustment to reflect economic and other conditions. Other professionals and employees may from time to time provide services to the Debtors in connection with the matters described herein.

16. The hourly rates set forth herein are Harney's standard hourly rates for work of this nature and are set at levels designed to fairly compensate Harney for the work of its principals and employees, and to cover fixed and routine overhead expenses.

17. Pursuant to the Engagement Letter, Harney was retained on August 8, 2024. From the date of its retention, Harney was paid for services they provided to the Debtors. In addition, Harney received advance payment retainers in the amount of \$40,000.00 ("**General Retainer**") and an additional payment of \$30,000. These amounts, including a portion of the General Retainer in the amount of \$31,325, were paid for Harney's services in connection with the prepetition planning and preparation of initial documents and its proposed prepetition representation of the

Debtors. The remainder of the General Retainer of \$8,675 will serve as a general security retainer for post-petition services rendered and will be held by Harney until the conclusion of these Chapter 11 Cases.

18. Harney will seek approval of payment of compensation and reimbursement of actual, necessary expenses and other charges upon Harney's filing of appropriate applications for allowance of interim or final compensation and reimbursement of expenses pursuant to Sections 330 and 331 of the Bankruptcy Code, applicable sections of the Bankruptcy Rules and the Local Rules, and orders of this Court.

Disclosures and Disinterestedness

19. In connection with its proposed retention by the Debtors in these Chapter 11 Cases, Harney undertook to determine whether it had any conflicts or other relationships that might cause it not to be disinterested or to hold or represent an interest adverse to the Debtors.

20. To the best of Debtors' knowledge, based upon the Keane Declaration, neither Keane nor any other employees of Harney: (i) is a creditor, an equity security holder, or an insider of any of the Debtors; (ii) is, or was, within two years before the Petition Date, a director, officer, or employee of any of the Debtors; (iii) has an interest materially adverse to the interests of the Debtors' estates or any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in any of the Debtors, or for any other reason.

Accordingly, the Debtors submit that Harney constitutes a “disinterested person” within the meaning of Sections 101(14) and 327 of the Bankruptcy Code.

21. Harney may have provided, and may periodically provide, financial advisory and/or investment banking services to certain other creditors or parties in interest of the Debtors’ estates in matters wholly unrelated to the Debtors of these Chapter 11 Cases. As more fully set forth in the Keane Declaration, and except as may be set forth in the Keane Declaration, to the best of the Debtors’ knowledge, information and belief, other than in connection with these cases, Harney does not have any connection with the Debtors, their creditors, the U.S. Trustee, or any other party with an actual or potential interest in these Chapter 11 Cases or its respective attorneys or accountants.

22. The Debtors believe that Harney is qualified, for the reasons discussed herein, to act as financial advisor for the Debtors’ respective estates. Therefore, for the reasons set forth herein, the Debtors submit that Harney’s retention and employment is necessary and is in the best interests of the Debtors and their estates.

NOTICE AND NO PRIOR REQUEST

23. The Debtors are providing notice of this Application to the following parties or their respective counsel: (a) the United States Trustee for the Northern District of Illinois; (b) the Sub V Trustee; (c) the holders of the twenty largest unsecured claims against the Debtors; (d) the Debtors’ prepetition lenders, and (e) other interested parties, by US Mail. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given. The Debtors will

provide such additional notice as may be required and appropriate in advance of the final hearing on this matter.

24. No prior request for the relief sought in this Application has been made to this or any other court.

25. Subject to this Court's approval of this application, Harney has indicated that it is willing to serve as the Debtors' financial advisor in the Chapter 11 Cases and perform the services described above.

WHEREFORE, the Debtors respectfully request entry of an order (a) granting this Application, (b) authorizing the retention of Harney Partners as financial advisor for the Debtors effective as of the Petition Date; and (c) granting such other and further relief as the Court deems just and appropriate.

Dated: August 23, 2024.

RICHMAN & RICHMAN LLC
Proposed Attorneys for the Debtors

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